Reports and Accounts for the Period Ended 30 June 1995

Company Number: 2486334



Report of the Directors

The Directors have pleasure in presenting their Annual Report and the audited Accounts of the company and group for the period ended 30 June 1995. During the period, the directors changed the accounting reference date for both the group and the company from 30 April to 30 June. These accounts are therefore for the fourteen month period to 30 June 1995 with the comparative figures for the year ended 30 April 1994.

Business Review

The principal activities of the Group remains that of Building and Civil Engineering Contractors. The Directors forsee encouraging growth in the year to 30 June 1996.

29,656,014	£ 18,884,175
1,838,613 (625,523)	543,903 (288,787)
1,213,090	255,116
517,922	(1,482)
	1,838,613 (625,523) 1,213,090

Responsibilities of Directors

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the Group and of the profit or loss of the Group for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently:
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Dividend

A dividend of £7,175 per share was paid during the period. (1994 - £2,549)

Close Company Provisions

The Company is a close Company within the meaning of the Taxes Act.

Report of the Directors (Continued)

Directors

The Directors of the Company at 30 June 1995 and their interests in the Shares of the Company were as follows:

	Ordinary Share	Ordinary Shares of £1 each		
	30/6/95	30/4/94		
R J Roberts	94	94		
L M Roberts	1	1		
	•	•		

Auditors

A resolution to re-appoint the Group's auditors, Clay Shaw Thomas, will be proposed at the next Annual General Meeting.

By Order of the Board

Secretar

Report of the Auditors to the Members of

Macob Holdings Limited and its Subsidiaries

We have audited the financial statements on pages 4 to 16 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

Respective Responsibilities of Directors and Auditors

As described on page 1 the group's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Groups' circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement, whether caused by fraud or other irregularity or errors. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Groups affairs as at 30 June 1995 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Charter House 46/48 Coity Road Bridgend Mid Glamorgan CF31 1LR

Clay Shaw Thomas Chartered Accountants

24-11-95 Registered Auditors

Profit and Loss Account for the Period Ended 30 June 1995

•	Notes	30/6/95 £	30/4/94 £
Turnover Cost of Sales	2	29,656,014 25,175,514	18,884,175 16,420,230
Gross Profit		4,480,500	2,463,945
Distribution Costs Administrative Expenses		(332,876) (2,094,616)	(348,377) (1,207,579)
Operating Profit Interest Receivable and Similar Income Interest Payable and Similar Charges Profit on Sale of Fixed Assets	3	2,053,008 9,354 (240,229) 16,480	907,989 9,229 (374,333) 1,018
Profit on Ordinary Activities Before Taxation Taxation	4	1,838,613 (625,523)	543,903 (288,787)
Profit on Ordinary Activities After Taxation Minority Interests		1,213,090 (13,528)	255,116 (14,426)
Profit for the Financial Period/Year Dividends	15	1,119,562 (681,640)	240,690 (242,172)
Profit attributable to the members of Macob Holdings Limited	13	517,922	(1,482)

All turnover and operating profit arises from continuing activities.

The Group has no recognised gains or losses in either the current or preceding period other than the profits for those periods.

In accordance with the exemption allowed under \$230 of the Companies Act 1985 as amended, the company's Profit and Loss Account is not separately disclosed.

The Statement of Accounting Policies and Notes on Pages 8 to 16 form an integral part of these Accounts.

			30/6/95	30/4/94
	Notes	£	£	£
Fixed Assets:	_		0.004.500	0.440.604
Cangible Assets	5		3,034,533	2,118,604
Current Assets:				
tock	6	2,467,790		3,812,315
Pebtors	7	5,504,480		3,234,805
ash at bank and in hand		5,572		-
		7,977,842		7,047,120
reditors - Amounts Falling Due		, ,		
Vithin One Year:				
rade Creditors		3,247,130		2,557,639
ther Creditors	8	2,179,174		1,245,707
ceruals		99,304		154,455
ank Overdraft	9	835,821		652,578
bligations due under Hire Purchase		ŕ		
ontracts		562,671		561,036
rirectors' Accounts	10	(107,199)	201,701
ank Loans	9	386,700		482,753
		7,203,601		5,855,869
et Current Assets			774,241	1,191,251
otal Assets Less Current Liabilities			3,808,774	3,309,855
Creditors - Amounts Falling Due				
fter More Than One Year	11		(1,272,597)	(1,339,758)
			2,536,177	1,970,097
apital and Reserves:				
alled up Share Capital	12		95	95
nare Premium Account	<i>13</i>		68,370	33,740
apital Redemption Reserve	<i>13</i>		33	33
evaluation Reserve	<i>13</i>		38,323	38,323
rofit and Loss Account	13		2,402,104	1,884,182
hareholders' Funds	14		2,508,925	1,956,373
finority Interest	~ *		27,252	13,724
-				
			2,536,177	1,970,097

The financial statements were approved by the board on 24-11-95 and were signed on its

Directors

The Statement of Accounting Policies and Notes on Pages 8 to 16 form an integral part of these Accounts.

	30/6/95		30/6/95	30/4/94		
Fixed Assets:	Notes	£	£	£		
Investments	19		201,454	1,454		
Current Assets:						
Debtors	7	585,501		-		
Cash at bank		100				
		585,601		**		
Creditors - Amounts Falling Due Within One Year:						
rade Creditors		283,230		-		
Other Creditors	8	191,036		1,359		
Accruals		4,510		-		
Bank Overdraft	9	337,561		19,647		
mounts owing to Group Undertakings		229,188		-		
·		1,045,525		21,006		
let Current (Liabilites)			(459,924)	(21,006)		
Total Assets Less Current Liabilities			(258,470)	(19,552)		
						
Capital and Reserves:						
Called up Share Capital	12		95	95		
Capital Redemption Reserve	13		5	5		
rofit and Loss Account	13		(258,570)	(19,652)		
hareholders' Funds			(258,470)	(19,552)		

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In Policios)	Directors	24	-11.95

The Statement of Accounting Policies and Notes on Pages 8 to 16 form an integral part of these Accounts.

Group Cash Flow Statement For the Period Ended 30 June 1995

	Note	£	30/6/95 £	30/4/94 £
Net Cash Inflow from Operating Activities	20		2,515,218	2,014,038
Return on Investment and Servicing of Finance				
Interest Received Interest Paid Dividends Paid		9,354 (240,229) (681,640)		9,229 (374,333) (242,172)
Net Cash Outflow from Returns on Investment and Servicing of Finance			(912,515)	(607,276)
Taxation				
Corporation Tax Paid (including ACT)		(355,105)		(224,852)
Tax Paid			(355,105)	(224,852)
Investing Activities				
Payments to acquire Tangible Fixed Assets Receipts from sales of Tangible Fixed Assets		(1,348,532) 50,213		(141,697) 235,616
Net Cash (Outflow)/Inflow from Investing Activiti	ies		(1,298,319)	93,919
Net Cash (Outflow)/Inflow before Financing			(50,721)	1,275,829
Financing				
Issue of Share Capital Principal Repayment of Hire Purchase Obligations Repayment of Borrowings Proceeds from New Borrowings		34,630 (807,698) (769,012) 1,415,130		33,740 (518,194) (601,347)
Net Cash (Outflow) from financing			(126,950)	(1,085,801)
(Decrease)/Increase in Cash and Cash Equivalents	21		(177,671)	190,028

Notes on the Accounts for the Period Ended 30 June 1995

Notes

1 Statement of Accounting Policies

Consolidation

The consolidated financial statements comprise the accounts of Macob Holdings Limited and its subsidiaries made up to 30 June 1995.

Accounting Convention

The Accounts have been prepared under the Historical Cost Convention.

Tangible Fixed Assets

Tangible fixed assets are stated at cost. Freehold land and buildings are stated at valuation. Depreciation has been provided in order to write off the cost of fixed assets over their estimated useful lives using the straight line basis as follows:

Plant and Machinery 10% per annum

Fixtures and Fittings 10% - 15% per annum

Motor Vehicles 25% per annum

Leasehold buildings on a 999 year lease are amortised over 100 years.

Investments

The Company's investment in its subsidiaries are stated at costs, less any permanent diminution in value.

Stock and Work in Progress

Stock and work in progress is valued at the lower of cost and net realisable value. Cost is that expenditure which has been incurred in the normal course of business in bringing the project to its present location and condition. Net realisable value is based on estimated selling price less future costs to completion and selling costs.

Long Term Contract Work in Progress

Long term contract work in progress is valued at the net cost after deducting foreseeable losses. Claims for progress payments are deducted from the value of the work in progress or, to the extent that they exceed costs incurred, are included in creditors.

Hire Purchase

The Group has capitalised assets purchased under hire purchase contracts in the Balance Sheet. The hire purchase interest is allocated to the Profit and Loss Account on the straight line basis over the life of the agreement.

Deferred Taxation

Deferred taxation is provided on the liability method in respect of all timing differences at the rate of Corporation Tax Ruling at the year end, except in respect of any tax reduction which can reasonably be expected to continue for the future. The full potential liability is set out in note 18.

Notes on the Accounts for the Period Ended 30 June 1995 Continued

Notes

2 Group Turnover

Group Turnover represents the value of all goods and services invoiced by the Group during the period, excluding Value Added Tax, and adjusted for work in progress.

3a Operating Profit

The operating profit is stated after charging:

	The Group		The Co	mpany
	30/6/95	30/4/94	30/6/95	30/4/94
	£	£	£	£
Depreciation of Fixed Assets	398,870	325,973	-	. -
Auditors' Remuneration	26,450	21,400	3,500	3,500
Hire of Plant and Machinery	2,867,110	2,641,351	-	-
Directors' Remuneration	420,614	275,935	100,000	-

3b Staff Numbers and Costs

The average number of persons employed by the group and company during the period was:

	The Group		The C	Company
	30/6/95	30/4/94	30/6/95	30/4/94
Management and Administration	27	28	2	2
Construction	56	48	-	-
	=	-	-	
The aggregate payroll costs were as follows:				
	7	The Group	The Company	
	30/6/95	30/4/94	30/6/95	30/4/94
	£	£	£	£
Wages and Salaries	1,794,231	1,389,599	100,000	-
Social Security Costs	147,907	121,429	10,200	_
Pension Costs	· -	2,016	´ <u>-</u>	
Proposed Pension Contribution	31,914	· -	-	-

Notes on the Accounts for the Period Ended 30 June 1995 Continued

Notes

3c Directors Emoluments

The Emoluments of the Chairman and of the highest-paid Director (Including Benefits-in-Kind, but excluding Pension Contributions) were as follows:

,	The	The Group		ompany
·	30/6/95 £	30/4/94 £	30/6/95 £	30/4/94 £
Chairman	270,000	67,754	100,000	-

The emoluments of all Directors (calculated as above) fell into the following bands:

				The Group		Company
			30/6/95	30/4/94	30/6/95	30/4/94
			£	£	£	£
£1	-	£5,000	1	-	-	-
£10,001	-	£15,000	-	1	-	-
£15,001	-	£20,000	1	-	•	-
£20,001	-	£25,000	-	1	-	-
£25,001	-	£30,000	2	2	- ·	-
£30,001	-	£35,000	2	1	-	-
£40,001	-	£45,000	1	_	_	-
£45,001	-	£50,000	-	1	_	_
£60,001	-	£65,000	-	1	-	-
£65,001	-	£70,000	· •	1	-	_
£95,001	_	£100,000	-	_	1	_
£260,001	-	£270,000	1	-	-	-

4 Taxation

The charge to United Kingdom Corporation Tax based on the results for the period is made up as follows:

	The Group		The Company	
	30/6/95	30/4/94	30/6/95	30/4/94
	£	£	£	£
Corporation tax at 33% based on the				
profit for the period	848,581	156,869	54,800	_
Under provision in previous years	· -	131,918		_
Deferred Taxation provision	(223,058)	•	-	_
				
	625,523	288,787	54,800	-

Notes on the Accounts for the Period Ended 30 June 1995 Continued

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Tangible Fixed Assets The Group:	At 1st May 1994	Additions	Disposals	At 30th June 1995
Cost	£	£	£	£
Leasehold Land and Buildings	462,398	_	•	462,398
Plant and Machinery	1,379,542	863,387	-	2,242,929
Fixtures & Fittings	112,397	22,672	(2,500)	132,569
Motor Vehicles	713,222	462,473	(90,985)	1,084,710
Leased Vehicles	70,400	-	-	70,400
Freehold Land	117,505	-	-	117,505
	2,855,464	1,348,532	(93,485)	4,110,511
	At 1st May 1994	Charge for the Period	On Disposals	At 30th June 1995
Depreciation	£	£	£	£
Leasehold Land and Buildings	9,245	5,390	-	14,635
Plant and Machinery	265,969	157,050	-	423,019
Fixtures & Fittings	54,926	15,181	-	70,107
Motor Vehicles	336,320	221,249	(59,752)	497,817
Leased Vehicles	70,400	-		70,400
	736,860	398,870	(59,752)	1,075,978
	At 1st May		_	At 30th June
	1994			1995
Net Book Value	£	·		£
Leasehold Land and Buildings	453,153			447,763
Plant and Machinery	1,113,573			1,819,910
Fixtures and Fittings	57,471			62,462
Motor Vehicles	376,902			586,893
Leased Vehicles	<u>-</u>			-
Freehold Land	117,505			117,505
	2,118,604			3,034,533

The above analysis includes the following in respect of hire purchase agreements.

	Plant and Machinery	Motor Vehicles	Total
	£	£	£
Net Book Value	976,348	443,100	1,419,448
Depreciation Charge for the Period	133,181	103,699	236,880
Accumulated Depreciation to 30 June 1995	337,433	157,606	495,039

Notes on the Accounts for the Period Ended 30 June 1995 Continued

Notes

$ \begin{array}{cccccccccccccccccccccccccccccccccccc$	c Company 30/4/94 £ - -
Raw Materials 317,115 2,491,986 -	
2,191,500	-
	-
Work in Progress (less payments on account) 2,150,675 1,320,329	
2,467,790 3,812,315 -	
7 Debtors The Group Th	
The Group The	e Company
30/6/95 30/4/94 30/6/95 £ £ £	30/4/94
Trade Debtors 1,196,696 923,397 556,312	£
Other Debtors 1,136,227 442,298 -	· •
Prepayments 117,735 26,905 -	_
Called up Share Capital not paid 900 900 -	-
Amounts Recoverable on Long Term Contracts 3,052,922 1,841,305	_
Amounts owed to Group Undertakings - 29,189	-
5,504,480 3,234,805 585,501	-
8 Other Creditors	
Other creditors includes amounts in respect of the following:	
	Company
30/6/95 30/4/94 30/6/95	30/4/94
${ t \pounds}$	£
Amounts owed in respect of Taxation and	
Social Security Costs 1,074,134 446,868 79,472	-
Payments received on Account 225,095 82,640 -	_

9 Bank Overdraft and Loans

The bank overdraft and loans are secured by a debenture. Barclays Bank Plc also hold a cross guarantee for the bank funding of all group companies.

Notes on the Accounts for the Period Ended 30 June 1995 Continued

Notes	

10

 Directors Accounts	R J Roberts	G Hortop	N Melhuish	Total
Amounts owed by Group at 1 May 1994	201,701		£	£ 201,701
Amounts owed to Group at 30 June 1995	(101,206)	-	(5,993)	(107,199)

The maximum balances outstanding during the period was as follows:

R J Roberts

£101,206 at June 1995

N Melhuish

£5,993 at June 1995

No interest is currently being charged by the group.

11 Creditors - Amounts falling due after more than one year:

		T	he Group	The C	Company
		30/6/95	30/4/94	30/6/95	30/4/94
		£	£	£	£
	Obligation under Hire Purchase contracts				-
	due within 2 - 5 years	736,457	273,259	_	_
	Bank Loans due within 2 - 5 years	396,140	901,499	•	_
	Bank Loan due after more than 5 years	140,000	165,000	•	-
		1 252 505	1 000 000		
		1,272,597	1,339,758	-	**
					· · · · · · · · · · · · · · · · · · ·
12	Called up Share Capital				
	Ordinary Shares of £1 each				
				30/6/95	30/4/94
	Authorised			10,000	10,000
					·
	Issued and fully paid			95	95

Notes on the Accounts for the Period Ended 30 June 1995 Continued

Notes

14

13 Reserves

The movement on reserves is as follows:

The movement on reserves is	as ionows.				
			The Group		
·	Share Premium Account	Capital Redemption Reserve	Revaluation Reserve	Profit and Loss Account	Total
	£	£	£	£	£
As at 1 May 1994	33,740	33	38,323	1,884,182	1,956,278
Group retained profit					
for the period		-	-	517,922	517,922
Premium on Share Issue	34,630	•	-	-	34,630
As at 30 June 1995	68,370	33	38,323	2,402,104	2,508,830
			<u> </u>	*	
			The Company		
		Capital Redemption		Profit and Loss	
		Reserve		Account	Total
As at 1 May 1994		£		£	£
Retained Loss for period		5		(19,652)	(19,647)
Retained Loss for period		<u>-</u>		(238,918)	(238,918)
As at 30 June 1995		5		(258,570)	(258,565)
					
Reconciliation of Movement	in Shareholder	s' Funds			
		201/105	The Group		Company
		30/6/95	30/4/94	30/6/95	30/4/94
Profit/Loss for the financial p	oriod	£	£	£	£
Dividends	criou	1,199,562	240,690	(238,918)	(19,647)
Dividends		(681,640)	(242,172)		-
		517,922	(1,482)	(238,918)	(19,647)
New Share Capital Subscribed	Į	34,630	33,740	(250,710)	(12,047)
		,,,,,			
Net Addition/(Reduction) to					
Shareholders' Funds		552,552	32,258	(238,918)	(19,647)
Opening Shareholders' Funds		1,956,373	1,924,115	(19,552)	95

Closing Shareholders' Funds

2,508,925

1,956,373

(258,470)

(19,552)

Notes on the Accounts for the Period Ended 30 June 1995 Continued

Notes

<i>15</i>	Dividends			The Group	
			30/6/95	•	30/4/94
		£ per		£ per	
		Share	Total £	Share	Total £
	Ordinary Shares				
	Amount Paid	£7,175.15	681,640	£2,549.17	242,172
					
			T	he Company	
			30/6/95	2 0	30/4/94
		Pence per		Pence per	
		Share	Total	Share	Total
			£		£
	Ordinary Shares				
	Amount Paid	-	-	-	-
				· · · · · · · · · · · · · · · · · · ·	

16 Capital Commitments

Macob Developments Limited is currently developing the freehold land held in tangible fixed assets.

17 Contingencies

There were no contingencies as at the Balance Sheet date. (30/4/94 - Nil)

18 Deferred Taxation

The full potential liability is shown below:-

	The Group		The Company	
	30/6/95	30/4/94	30/6/95	30/4/94
Excess of Capital Allowances	£	£	£	£
Over Depreciation Charged	415,251	151,939	-	-
Revaluation Reserve	12,647	12,647	-	-
Rectification Provisions	(222.050)			****
Rectification Provisions	(223,058)	-	-	-
				

Deferred tax has been provided in full on the rectification provision timing difference.

Notes on the Accounts for the Period Ended 30 June 1995 Continued

Notes

19 Investment in Subsidiaries

Company	Place of Incorporation	Class of Shares	Percentage Held
Macob Limited	England and Wales	Ordinary	98
Macob Construction Limited	England and Wales	Ordinary	95
Macob Developments Limited	England and Wales	Ordinary	100
Macob Civil Engineering Limited	England and Wales	Ordinary	100
Macob South West Limited	England and Wales	Ordinary	100
Macob (Southern) Limited	England and Wales	Ordinary	100
Macob (Midlands) Limited	England and Wales	Ordinary	100

20 Reconciliation of Operating Profit to Net Cash Inflow from Operating Activities

	30/6/95	30/4/94
	£	£
Operating Profit	2,053,008	907,989
Depreciation Charges	398,870	325,845
Decrease in Stocks	1,344,525	326,370
(Increase) in Debtors	(2,042,867)	(206,602)
Increase in Creditors	1,070,582	418,292
(Decrease)/Increase in Directors Account	(308,900)	242,144
Net Cash Inflow from Operating Activities	2,515,218	2,014,038
	·	

21 Analysis of the Balances of Cash and Cash Equivalents as shown in the Balance Sheet

	30/6/95 £ 5,572 (835,821)	30/4/94 £ 1,149,220	Change in year	
Cash at bank and in hand			30/6/95 £ (1,143,648)	30/4/94 £ 1,148,104
Bank Overdraft		(1,801,798)	965,977	(958,076)
	(830,249)	(652,578)	(177,671)	190,028
·				